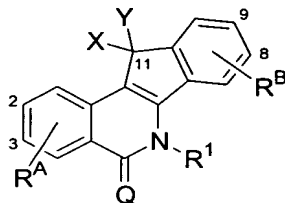


In the Claims

Please amend claims 1, 15-16, and 24-25 as indicated below and add new claims 26-27; a complete listing of claims is provided pursuant to 37 C.F.R. § 1.121(c):

1. (currently amended) A compound of the formula:



wherein

Q is oxygen or sulfur;

X is hydrogen and Y is CHR^2R^3 , NHR^2 , NHOR^2 , or NHNHR^2R^3 ; or X and Y are taken together to form $=\text{CR}^2\text{R}^3$, $=\text{NR}^2$, $=\text{NOR}^2$; or $=\text{NNR}^2\text{R}^3$;

R^1 , R^2 , and R^3 are each independently selected from the group consisting of hydrogen and a radical $-(\text{CH}_2)_m\text{Z}$, where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C_1 - C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_3 - C_8 cycloalkyl, C_3 - C_8 cycloalkoxy, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, C_3 - C_8 halocycloalkyl, C_3 - C_8 halocycloalkoxy, amino, C_1 - C_6 alkylamino, $(\text{C}_1$ - C_6 alkyl)(C_1 - C_6 alkyl)amino, alkylcarbonylamino, N-(C_1 - C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1 - C_6 alkylaminoalkyl, $(\text{C}_1$ - C_6 alkyl)(C_1 - C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C_1 - C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1 - C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of $-\text{N}_3$, $-\text{CO}_2\text{R}^4$, $-\text{CONR}^5\text{R}^6$, $-\text{P}(\text{O})(\text{OR}^4)_2$, $-\text{P}(\text{O})(\text{NR}^4\text{R}^5)_2$, and $-\text{P}(\text{O})(\text{NR}^4\text{R}^5)(\text{OR}^4)$, where R^4 , R^5 , and R^6 are each independently selected in each occurrence from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- C_1 - C_6 alkyl; or

when X and Y are taken together to form $=\text{NNR}^2\text{R}^3$, R^2 and R^3 are taken together with the attached nitrogen to form an optionally substituted heterocycle;

providing that Y and R^1 are not both alkyl;

R^A represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m'}Z'$, where m' is an integer from 0-6 and Z' is selected from the group consisting of halogen, hydroxy, C_1 - C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_3 - C_8 cycloalkyl, C_3 - C_8 cycloalkoxy, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, C_3 - C_8 halocycloalkyl, C_3 - C_8 halocycloalkoxy, amino, C_1 - C_6 alkylamino, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)amino, alkylcarbonylamino, N -(C_1 - C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1 - C_6 alkylaminoalkyl, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N -(C_1 - C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1 - C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- C_1 - C_6 alkyl; or

R^A represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_mZ'$, where m is an integer from 0-6 and Z' is selected from the group consisting of halogen, hydroxy, C_1 - C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_3 - C_8 cycloalkyl, C_3 - C_8 cycloalkoxy, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, C_3 - C_8 halocycloalkyl, C_3 - C_8 halocycloalkoxy, amino, C_1 - C_6 alkylamino, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)amino, alkylcarbonylamino, N -(C_1 - C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1 - C_6 alkylaminoalkyl, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N -(C_1 - C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1 - C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- C_1 - C_6 alkyl; and

R^B represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_mZ''$, where m'' is an integer from 0-6 and Z'' is

selected from the group consisting of halogen, hydroxy, C₁-C₆ alkanoyloxy, optionally substituted benzoyloxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, C₃-C₈ cycloalkoxy, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₃-C₈ halocycloalkyl, C₃-C₈ halocycloalkoxy, amino, C₁-C₆ alkylamino, (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino, alkylcarbonylamino, N-(C₁-C₆ alkyl)alkylcarbonylamino, aminoalkyl, C₁-C₆ alkylaminoalkyl, (C₁-C₆ alkyl)(C₁-C₆ alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C₁-C₆ alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C₁-C₆ alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of -N₃, -CO₂R^{4''}, -CONR^{5''}R^{6''}, -P(O)(OR^{4''})₂, -P(O)(NR^{4''}R^{5''})₂, and -P(O)(NR^{4''}R^{5''})(OR^{4''}), where R^{4''}, R^{5''}, and R^{6''} are each independently selected in each occurrence from the group consisting of hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C₁-C₆ alkyl; or

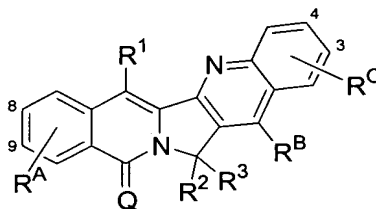
R^B represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical -(CH₂)_{m''}Z'', where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C₁-C₆ alkanoyloxy, optionally substituted benzoyloxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, C₃-C₈ cycloalkoxy, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₃-C₈ halocycloalkyl, C₃-C₈ halocycloalkoxy, amino, C₁-C₆ alkylamino, (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino, alkylcarbonylamino, N-(C₁-C₆ alkyl)alkylcarbonylamino, aminoalkyl, C₁-C₆ alkylaminoalkyl, (C₁-C₆ alkyl)(C₁-C₆ alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C₁-C₆ alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C₁-C₆ alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of -N₃, -CO₂R^{4''}, -CONR^{5''}R^{6''}, -P(O)(OR^{4''})₂, -P(O)(NR^{4''}R^{5''})₂, and -P(O)(NR^{4''}R^{5''})(OR^{4''}), where R^{4''}, R^{5''}, and R^{6''} are each independently selected in each occurrence from the group consisting of hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C₁-C₆ alkyl is described.

2. (original) The compound of claim 1, wherein X and Y are taken together to form =CR²R³.

3. (original) The compound of claim 1, wherein X and Y are taken together to form $=CR^2R^3$, and the carbon-carbon double bond formed thereby is an E-double bond.
4. (original) The compound of claim 1, wherein Z is selected from the group consisting of hydroxy, amino, C₁-C₆ alkylamino, and nitro.
5. (original) The compound of claim 1, wherein Z' is selected from the group consisting of C₁-C₆ alkoxy and nitro.
6. (original) The compound of claim 1, wherein Z'' is selected from the group consisting of C₁-C₆ alkoxy and nitro.
7. (original) The compound of claim 1, wherein X and Y are taken together to form $=CR^2R^3$; and R² is C₁-C₆ haloalkyl or aminoalkyl; and R¹ is hydrogen.
8. (original) The compound of claim 1, wherein R^B represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle.
9. (original) The compound of claim 1, wherein R^B represents 2-4 substituents where 2 of the substituents are adjacent substituents and are taken together with the attached carbons to form a heterocycle selected from the group consisting of dioxolane and dioxane.
10. (original) The compound of claim 1, wherein R^B represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted heterocycle; and Z'' is selected from the group consisting of C₁-C₆ alkoxy and nitro.
11. (original) The compound of claim 1, wherein Q is oxygen; and R^A is 2,3-bis(C₁-C₆ alkoxy).
12. (original) The compound of claim 1, wherein Q is oxygen; and R¹ is C₁-C₆ alkyl, aminoalkyl, or C₁-C₆ haloalkyl.
13. (original) The compound of claim 1, wherein Q is oxygen, R^A is 2,3-bis(C₁-C₆ alkoxy), R^B is 8,9-alkylenedioxy, and X and Y are taken together to form $=CR^2R^3$, where R² is hydrogen.
14. (original) The compound of claim 1, wherein Q is oxygen, R^A is 2,3-bis(C₁-C₆ alkoxy), R^B is 8,9-alkylenedioxy, X and Y are taken together to form $=CR^2R^3$, R² is hydrogen, and R¹ is hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, C₃-C₈

halocycloalkyl, amino-C₁-C₆ alkyl, C₁-C₆ alkylamino-C₁-C₆ alkyl, or (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino-C₁-C₆ alkyl.

15. (currently amended) A compound of the formula:



wherein

Q is oxygen or sulfur;

R¹, R², and R³ are each independently selected from the group consisting of hydrogen and a radical -(CH₂)_mZ, where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C₁-C₆ alkanoyloxy, optionally substituted benzoyloxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, C₃-C₈ cycloalkoxy, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₃-C₈ halocycloalkyl, C₃-C₈ halocycloalkoxy, amino, C₁-C₆ alkylamino, (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino, alkylcarbonylamino, N-(C₁-C₆ alkyl)alkylcarbonylamino, aminoalkyl, C₁-C₆ alkylaminoalkyl, (C₁-C₆ alkyl)(C₁-C₆ alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C₁-C₆ alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C₁-C₆ alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the group consisting of -N₃, -CO₂R⁴, -CONR⁵R⁶, -P(O)(OR⁴)₂, -P(O)(NR⁴R⁵)₂, and -P(O)(NR⁴R⁵)(OR⁴), where R⁴, R⁵, and R⁶ are each independently selected in each occurrence from the group consisting of hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C₁-C₆ alkyl; or

R¹ is selected from the group consisting of hydrogen and a radical -(CH₂)_mZ, where m is an integer from 0-6 and Z is selected from the group consisting of halogen, hydroxy, formyl, C₁-C₆ alkanoyloxy, optionally substituted benzoyloxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, C₃-C₈ cycloalkoxy, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₃-C₈ halocycloalkyl, C₃-C₈ halocycloalkoxy, amino, C₁-C₆ alkylamino, (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino, alkylcarbonylamino, N-(C₁-C₆ alkyl)alkylcarbonylamino, aminoalkyl, C₁-C₆ alkylaminoalkyl, (C₁-C₆ alkyl)(C₁-C₆ alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C₁-C₆ alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C₁-C₆ alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z is selected from the

group consisting of $-N_3$, $-CO_2R^4$, $-CONR^5R^6$, $-P(O)(OR^4)_2$, $-P(O)(NR^4R^5)_2$, and $-P(O)(NR^4R^5)(OR^4)$, where R^4 , R^5 , and R^6 are each independently selected in each occurrence from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- C_1 - C_6 alkyl; and R^2 and R^3 are taken together with the attached carbon to form an optionally substituted carbocycle or heterocycle;

R^A represents 1-4 substituents each consisting of an independently selected radical $-(CH_2)_{m'}Z'$, where m' is an integer from 0-6 and Z' is selected from the group consisting of halogen, hydroxy, C_1 - C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_3 - C_8 cycloalkyl, C_3 - C_8 cycloalkoxy, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, C_3 - C_8 halocycloalkyl, C_3 - C_8 halocycloalkoxy, amino, C_1 - C_6 alkylamino, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)amino, alkylcarbonylamino, N -(C_1 - C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1 - C_6 alkylaminoalkyl, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N -(C_1 - C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1 - C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and $-P(O)(NR^{4'}R^{5'})(OR^{4'})$, where $R^{4'}$, $R^{5'}$, and $R^{6'}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1 - C_6 alkyl, C_3 - C_8 cycloalkyl, C_1 - C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- C_1 - C_6 alkyl, providing that at least one of R^A is at carbon 8 or ~~carbon 9~~; carbon 9 in the formula; or

R^A represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_{m'}Z'$, where m' is an integer from 0-6 and Z' is selected from the group consisting of halogen, hydroxy, C_1 - C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, C_3 - C_8 cycloalkyl, C_3 - C_8 cycloalkoxy, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, C_3 - C_8 halocycloalkyl, C_3 - C_8 halocycloalkoxy, amino, C_1 - C_6 alkylamino, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)amino, alkylcarbonylamino, N -(C_1 - C_6 alkyl)alkylcarbonylamino, aminoalkyl, C_1 - C_6 alkylaminoalkyl, $(C_1$ - C_6 alkyl)(C_1 - C_6 alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N -(C_1 - C_6 alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C_1 - C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z' is selected from the group consisting of $-N_3$, $-CO_2R^{4'}$, $-CONR^{5'}R^{6'}$, $-P(O)(OR^{4'})_2$, $-P(O)(NR^{4'}R^{5'})_2$, and

-P(O)(NR^{4'}R^{5'})(OR^{4'}), where R^{4'}, R^{5'}, and R^{6'} are each independently selected in each occurrence from the group consisting of hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C₁-C₆ alkyl;

R^B is selected from the group consisting of hydrogen and a radical -(CH₂)_{m''}Z'', where m'' is an integer from 0-6 and Z'' is selected from the group consisting of halogen, hydroxy, C₁-C₆ alkanoyloxy, optionally substituted benzoyloxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, C₃-C₈ cycloalkoxy, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₃-C₈ halocycloalkyl, C₃-C₈ halocycloalkoxy, amino, C₁-C₆ alkylamino, (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino, alkylcarbonylamino, N-(C₁-C₆ alkyl)alkylcarbonylamino, aminoalkyl, C₁-C₆ alkylaminoalkyl, (C₁-C₆ alkyl)(C₁-C₆ alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C₁-C₆ alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C₁-C₆ alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z'' is selected from the group consisting of -N₃, -CO₂R^{4''}, -CONR^{5''}R^{6''}, -P(O)(OR^{4''})₂, -P(O)(NR^{4''}R^{5''})₂, and -P(O)(NR^{4''}R^{5''})(OR^{4''}), where R^{4''}, R^{5''}, and R^{6''} are each independently selected in each occurrence from the group consisting of hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C₁-C₆ alkyl; and'

R^C represents 1-4 substituents each independently selected from the group consisting of hydrogen and a radical -(CH₂)_{m'''}Z''', where m''' is an integer from 0-6 and Z''' is selected from the group consisting of halogen, hydroxy, C₁-C₆ alkanoyloxy, optionally substituted benzoyloxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₃-C₈ cycloalkyl, C₃-C₈ cycloalkoxy, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₃-C₈ halocycloalkyl, C₃-C₈ halocycloalkoxy, amino, C₁-C₆ alkylamino, (C₁-C₆ alkyl)(C₁-C₆ alkyl)amino, alkylcarbonylamino, N-(C₁-C₆ alkyl)alkylcarbonylamino, aminoalkyl, C₁-C₆ alkylaminoalkyl, (C₁-C₆ alkyl)(C₁-C₆ alkyl)aminoalkyl, alkylcarbonylaminoalkyl, N-(C₁-C₆ alkyl)alkylcarbonylaminoalkyl, cyano, nitro, C₁-C₆ alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z''' is selected from the group consisting of -N₃, -CO₂R^{4'''}, -CONR^{5'''}R^{6'''}, -P(O)(OR^{4'''})₂, -P(O)(NR^{4'''}R^{5'''})₂, and -P(O)(NR^{4'''}R^{5'''})(OR^{4'''}), where R^{4'''}, R^{5'''}, and R^{6'''} are each independently selected in each occurrence from the group consisting of hydrogen, C₁-C₆ alkyl, C₃-C₈ cycloalkyl, C₁-C₆ haloalkyl, optionally substituted phenyl, and optionally substituted phenyl-C₁-C₆ alkyl; or

R^C represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted

carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_m-Z'''$, where m''' is an integer from 0-6 and Z''' is selected from the group consisting of halogen, hydroxy, C_1-C_6 alkanoyloxy, optionally substituted benzoyloxy, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_3-C_8 cycloalkyl, C_3-C_8 cycloalkoxy, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, C_1-C_6 haloalkoxy, C_3-C_8 halocycloalkyl, C_3-C_8 halocycloalkoxy, amino, C_1-C_6 alkylamino, $(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$ amino, alkylcarbonylamino, $N-(C_1-C_6 \text{ alkyl})$ alkylcarbonylamino, aminoalkyl, C_1-C_6 alkylaminoalkyl, $(C_1-C_6 \text{ alkyl})(C_1-C_6 \text{ alkyl})$ aminoalkyl, alkylcarbonylaminoalkyl, $N-(C_1-C_6 \text{ alkyl})$ alkylcarbonylaminoalkyl, cyano, nitro, C_1-C_6 alkylsulfonyl, optionally substituted phenyl, optionally substituted phenoxy, and optionally substituted heteroaryl; or Z''' is selected from the group consisting of $-N_3$, $-CO_2R^{4'''}$, $-CONR^{5'''}R^{6'''}$, $-P(O)(OR^{4'''})_2$, $-P(O)(NR^{4'''}R^{5'''})_2$, and $-P(O)(NR^{4'''}R^{5'''})(OR^{4'''})$, where $R^{4'''}$, $R^{5'''}$, and $R^{6'''}$ are each independently selected in each occurrence from the group consisting of hydrogen, C_1-C_6 alkyl, C_3-C_8 cycloalkyl, C_1-C_6 haloalkyl, optionally substituted phenyl, and optionally substituted phenyl- C_1-C_6 alkyl is described.

16. (currently amended) The compound of claim 15, wherein at least one of R^1 , R^2 , R^3 , R^A , R^B , or R^C is not hydrogen.

17. (original) The compound of claim 15, wherein R^A is 2,3-bis(C_1-C_6 alkoxy).

18. (original) The compound of claim 15, wherein Q is oxygen, R^A is 2,3-bis(C_1-C_6 alkoxy), and R^B , R^C , R^1 , R^2 , and R^3 are each hydrogen.

19. (original) The compound of claim 15, wherein Z' is selected from the group consisting of hydroxy and nitro.

20. (original) The compound of claim 15, wherein R^A represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_mZ'$, where Z' is selected from the group consisting of hydroxy and nitro.

21. (original) The compound of claim 15, wherein Z'' is nitro.

22. (original) The compound of claim 15, wherein Z''' is nitro.

23. (original) The compound of claim 15, wherein R^C represents 2-4 substituents where 2 of said substituents are adjacent substituents and are taken together with the attached carbons to form an optionally substituted carbocycle or an optionally substituted heterocycle, and the remaining 2 substituents are each independently selected from the group consisting of hydrogen and a radical $-(CH_2)_mZ'''$; and Z''' is nitro.

24. (currently amended) A pharmaceutical composition comprising a compound of claim 1 ~~or claim 15~~ and a pharmaceutically acceptable carrier, excipient, or diluent therefor.

25. (currently amended) A method for treating a mammal in need of relief from a disease state including cancer, comprising administering to the mammal an effective amount of a compound according to claim 1 ~~or claim 15 or an effective amount of a pharmaceutical composition according to claim 24~~.

26. (new) A pharmaceutical composition comprising a compound of claim 15 and a pharmaceutically acceptable carrier, excipient, or diluent therefor.

27. (new) A method for treating a mammal in need of relief from a disease state including cancer, comprising administering to the mammal an effective amount of a compound according to claim 15.